

HOGAN & HARTSON

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September 29, 1993

SEP 29 1993 2:35 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20432

SEP 29 1993 2:35 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two certified photostatic copies of each of the following two documents.

1. Third Supplemental Equipment Trust Agreement dated as of September 17, 1993, between Union Tank Car Company as "Company" and Continental Bank, N.A., as "Trustee."
2. Bill of Sale from Continental Bank, N.A. as trustee under Equipment Trust Agreement dated as of October 1, 1988 (Series P-8) to Union Tank Car Company.

A description of the railroad equipment covered by each of the enclosed two documents is set forth in Schedule A to the Third Supplemental Equipment Trust Agreement dated as of September 17, 1993, which is hereby substituted for the equipment described in Schedule B to the Second Supplemental Trust Agreement, dated as of July 23, 1993.

These documents are to be filed in recordation No. 15888 as supplements to Equipment Lease Agreement (Series P-8).

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Mr. Sydney L. Strickland
September 29, 1993
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The names and addresses of the aforementioned parties to the enclosed documents are:

1. Union Tank Car Company
111 West Jackson Boulevard
Chicago, IL 60604
2. Continental Bank, N.A.
231 South LaSalle Street
Chicago, IL 60697

Enclosed are two checks in the amount of \$16.00 each payable to the order of the Interstate Commerce Commission, covering the required recordation fee for each document. Kindly return two stamped photostatic copies of each of the two enclosed documents as well as a stamped photostatic copy of this letter by return messenger.

Please contact me with any questions that you may have concerning the above.

Sincerely,



Jennifer M. Halliday
Legal Assistant

Enclosures

cc: Patrick J. Allen, Esq.
Peter F. Rousselot, Esq.

15888-F

SEP 24 1993 - 2 51 PM

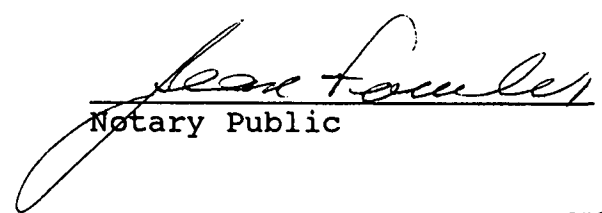
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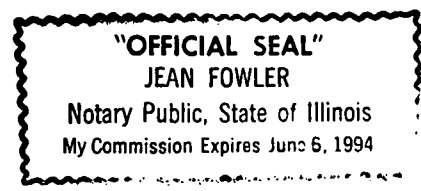
STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of September 17, 1993 with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 24th day of September, 1993.


Notary Public



BILL OF SALE

CONTINENTAL BANK, N.A.
as Trustee under Equipment Trust Agreement
Dated as of October 1, 1988
(Series P-8)
to
UNION TANK CAR COMPANY

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INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Continental Bank, N.A., as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of October 1, 1988 by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 4.07 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of September 17, 1993.

CONTINENTAL BANK, N.A.

By: *G. M. Carroll*

G. M. Carroll Vice President

(CORPORATE SEAL)

Attest:

Martha L. Sanders
Its TRUST OFFICER

UTC2044P

STATE OF ILLINOIS)

SS

COUNTY OF COOK

On this 23 day of September, 1993, before me, a Notary Public in and for said State and County, personally appeared G. M. Carroll and _____

to me personally known, who being by me duly sworn did say that they are, respectively, Vice President and TRUST OFFICER of Continental Bank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

[Signature]

Notary Public

My Commission Expires
"OFFICIAL SEAL"
A. Harper
 Notary Public, State of Illinois
My Commission Expires 6-28-97

UTC2044P

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
TERMINATED EQUIPMENT

RUN DATE: 09/09/93

CERTIFICATE TRUST SERIES: P008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
69	C214	5,800	UTCX47273,UTCX47275-UTCX47276,UTCX47278- UTCX47342,UTCX47374
69	TOTAL		